

State of Idaho

Department of State

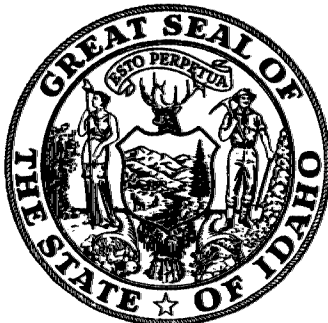
CERTIFICATE OF INCORPORATION OF

EASTERN IDAHO GROUND WATER USERS' ASSOCIATION
File number C 108310

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of EASTERN IDAHO GROUND WATER USERS' ASSOCIATION duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 16, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

SEC. OF STATE

ARTICLES OF INCORPORATION

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OF

EASTERN IDAHO GROUND WATER USERS' ASSOCIATION, INC.

IDAHO SECRETARY OF STATE
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 FAX #: 8561 CUST# 10201
 NOTARY
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We, the undersigned, being natural persons of full age and citizens of the United States, in order to form a nonprofit corporation for the purposes stated below, under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), and the acts amendatory thereof and supplemental thereto, hereby certify as follows:

1. Name: The name of the corporation is EASTERN IDAHO GROUND WATER USERS' ASSOCIATION, INC.

2. Nonprofit Status: The Corporation is a nonprofit corporation.

3. Duration: The period of its duration is perpetual.

4. Purposes: The Corporation is organized and will be operated for these purposes:

A. To represent the interests of Eastern Idaho's ground water users and promote the efficient use and economic development of water resources.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes.

5. Initial Registered Office and Agent: The location and the physical address of the initial registered office of the corporation and its registered agent is as follows:

Registered Office: Moss & Esplin
 75 East Judicial Street
 Blackfoot, Idaho 83221

Registered Agent: Thomas E. Moss
 Moss & Esplin
 75 East Judicial Street
 Blackfoot, Idaho 83221

6. Members: The Corporation shall have such class or classes of members who shall have such rights as are provided in the Act and are consistent with the Bylaws and the management authority that these Articles grant the Board of Directors.

7. Membership Dues: Membership dues may be charged to all members in equal amounts or in different amounts or proportions upon different members and some members may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

8. Directors: The affairs of the Corporation shall be managed by its Board of Directors ("Board"), which shall consist of not less than three individuals, each of whom, at all times, shall be a member, or a duly authorized representative of a member, of the Corporation. The actual number of Directors may be fixed by the Bylaws of the Corporation or by vote from time to time of the Board. Other than the Directors constituting the initial Board, who are designated in these Articles, the Directors shall be elected or appointed by the members in the manner and for the term provided in the Bylaws of the Corporation.

The persons constituting the initial Board are:

Ronald Bair, 1954 W. Taber Road, Blackfoot ID 83221
 Raymond Parks, 1054 W. Taber Road, Blackfoot ID 83221
 Richard Watt, 13314 N. Billy Lane, Chubbuck ID 83202
 Steven Murdock, 1050 W. Hwy 39, Blackfoot ID 83221
 Neil Morgan, 762 W. Hwy 39, Blackfoot ID 83221

8. Incorporators: The names and addresses of the initial incorporators of this corporation are:

Ronald Bair, 1954 W. Taber Road, Blackfoot ID 83221
 Raymond Parks, 1054 W. Taber Road, Blackfoot ID 83221
 Richard Watt, 13314 N. Billy Lane, Chubbuck ID 83202
 Steven Murdock, 1050 W. Hwy 39, Blackfoot ID 83221
 Neil Morgan, 762 W. Hwy 39, Blackfoot ID 83221

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 Neil Morgan, 762 W. Hwy 39, Blackfoot ID 83221

10. Limitations: No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4. hereof.

11. Distribution on Dissolution: Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation in a manner consistent with the Corporation's purposes.

DATED this 14th day of November, 1994.

Ronald Bair
RONALD BAIR

Raymond Parks
RAYMOND PARKS

Richard Watt
RICHARD WATT

Steven Murdock
STEVEN MURDOCK

Neil Morgan
NEIL MORGAN

STATE OF IDAHO)
 : ss.
County of Bingham)

On this 14th day of November, 1994, before me, a Notary Public in and for said State, personally appeared RONALD BAIR, RAYMOND PARKS, RICHARD WATT, STEVEN MURDOCK, and NEIL MORGAN, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

My cmn exprs: 9-2-97

Sara J. Stank
Notary Public for Idaho
Residing at Blackfoot